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November 20, 2001
EXECUTIVE SECRETARY

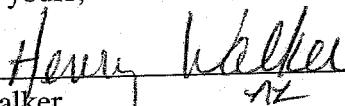
David Waddell
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Petition of AT&T Communications of the South Central States, Inc., and
TCG MidSouth Inc. for Structural Separation of BellSouth Telecommunications,
Inc.
Docket No: 01-00405

Dear David:

Enclosed please find the original and thirteen copies of a Petition to Intervene filed on behalf of Access Integrated Networks, Inc., ("AIN") in the above-captioned proceeding. A \$25.00 is enclosed for the filing fee. Please contact me with any questions.

Very truly yours,


Henry Walker
Boult, Cummings, Conners & Berry PLC
414 Union Street, Suite 1600
Nashville, TN 37219
615-252-2363

HW/cw

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

November 20, 2001

IN RE: *AT&T Communications of the South*)
 Central States and TCG MidSouth, Inc.) Docket No. 01-00405
 Petition for Structural Separation of BellSouth)
 Telecommunications, Inc.)

PETITION TO INTERVENE

Access Integrated Networks, Inc. ("AIN") petitions the Authority to intervene in the above-captioned proceeding pursuant to T.C.A. § 4-5-310(b).

AIN is a competitive local exchange carrier certified by the Tennessee Regulatory Authority ("TRA") to offer intrastate telecommunications services in Tennessee.

The above-captioned docket concerns the petition filed by AT&T Communications of the South Central States, Inc., the Competitive Telecommunications Association, and TCG MidSouth to petition the Tennessee Regulatory Authority ("TRA") to convene a contested case to investigate requiring the structural separation of BellSouth Telecommunications, Inc ("BellSouth") into distinct wholesale and retail corporate subsidiaries. This case centers around the need for true competition in the market place for the benefit of competitors and consumers alike.

As a Competing Local Exchange Carrier in Tennessee, AIN's legal rights, duties, privileges, immunities, or other legal interests or responsibilities may be affected or determined by the outcome of this proceeding, and Petitioner's interest will not be adequately represented unless allowed to intervene.

Granting this petition will not impair the orderly and prompt conduct of these proceedings.

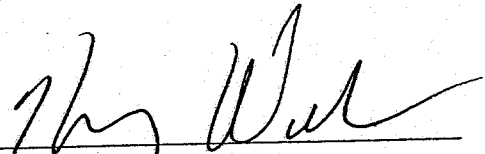
Respectfully submitted,

By: Henry Walker
Henry Walker
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P. O. Box 198062
Nashville, Tennessee 37219
(615) 252-2363

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been forwarded via fax or hand delivery and U.S. mail to the following on this the 20th day of November, 2001.

Guy Hicks, Esq.
BellSouth Telecommunications, Inc.
333 Commerce St., Suite 2101
Nashville, TN 37201-3300


Henry Walker